

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

FTX TRADING LTD., *et al.*,¹

Debtors.

Chapter 11

Case No. 22-11068 (JTD)

(Jointly Administered)

Ref Nos. 2504 & 3661

CERTIFICATION OF COUNSEL

I, Matthew R. Pierce, counsel to FTX Trading Ltd. (“FTX Trading”) and its affiliated debtors and debtors-in-possession (the “Debtors”), hereby certify as follows to the best of my knowledge, information and belief:

1. On September 13, 2023, the Court entered the *Order Authorizing FTX Trading Ltd. to Enter Into, and Perform Its Obligations Under, the Investment Services Agreement* [D.I. 2504] (the “IMA Order”) authorizing FTX Trading to enter into, and perform its obligations under, the Investment Services Agreement (the “IMA”) with Galaxy Digital Capital Management LP (“Galaxy”), dated August 23, 2023.

2. On November 3, 2023, FTX Trading and Galaxy executed the Second Amended and Restated Investment Services Agreement (the “A&R IMA”), pursuant to which, among other things, the parties agreed that Galaxy will manage certain securities owned by the Debtors (the “Trust Assets”) in exchange for 1.00% of the aggregate market value of the Trust Assets per annum, determined on the date the *Debtors’ Motion for Entry of an Order Authorizing and Approving (I) Procedures for the Sale or Transfer of the Trust Assets and (II) the Sale or*

¹ The last four digits of FTX Trading Ltd.’s and Alameda Research LLC’s tax identification number are 3288 and 4063 respectively. Due to the large number of debtor entities in these Chapter 11 Cases, a complete list of the Debtors and the last four digits of their federal tax identification numbers is not provided herein. A complete list of such information may be obtained on the website of the Debtors’ claims and noticing agent at <https://cases.ra.kroll.com/FTX>. The principal place of business of Debtor Emergent Fidelity Technologies Ltd is Unit 3B, Bryson’s Commercial Complex, Friars Hill Road, St. John’s, Antigua and Barbuda.

Transfer of Such Trust Assets in Accordance With Such Procedures Free and Clear of Any Liens, Claims, Interests and Encumbrances is approved.

3. On November 3, 2023 the Debtors filed the *Notice of Second Amended and Restated Investment Services Agreement* [D.I. 3661] (the “Notice”). The Notice provided all parties-in-interest with 10 days’ notice to object to FTX Trading’s entry into, and performance of its obligations under, the A&R IMA.

4. As of the date hereof, the Debtors only received informal comments from the United States Securities and Exchange Commission, which the Debtors have consensually resolved. Pursuant to paragraph 4 of the IMA Order, the Debtors respectfully request that the Court enter the proposed form of order attached hereto as Exhibit A (the “Order”) approving FTX Trading’s entry into, and performance of its obligations under, the A&R IMA at its earliest convenience.

Dated: November 28, 2023
Wilmington, Delaware

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/s/ Matthew R. Pierce

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